

Exhibit 5

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Gary S. Lee

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*Counsel for the Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

)
) Case No. 12-12020 (MG)
)
) Chapter 11
)
) Jointly Administered
)

THE DEBTORS' WITNESS DISCLOSURES

Pursuant to the Proposed Scheduling Order, dated June 28, 2013, governing the *Debtors'* *Motion Pursuant to Fed. R. Bankr. P. 9019 For Approval Of The Settlement Agreement Among The Debtors, FGIC, The FGIC Trustees And Certain Individual Investors*, [Docket No. 3929] (the "FGIC 9019 Motion"), Residential Capital, LLC, and each of its debtor affiliates (collectively, the "Debtors"), hereby identify the following witnesses from whom they intend to introduce direct testimony at the hearing in connection with the FGIC 9019 Motion:

Fact Witnesses

1. Lewis Kruger
Chief Restructuring Officer
c/o Charles L. Kerr
Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104-0050
(212) 468-8000

Expert Witnesses

1. Ron D'Vari
NewOak Capital LLC
c/o Charles L. Kerr
Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104-0050
(212) 468-8000
2. Jeffrey A. Lipps
Carpenter Lipps & Leland LLP
c/o Charles L. Kerr
Morrison & Foerster LLP
1290 Avenue of the Americas
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The foregoing list includes those witnesses from whom the Debtors intend to introduce direct testimony at the hearing in connection with the FGIC 9019 Motion. The Debtors reserve the right to call any witness designated by any other party to these proceedings in connection with the FGIC 9019 Motion. The Debtors further reserve the right to introduce deposition testimony from any witness who is deposed in these proceedings in connection with the FGIC 9019 Motion. The Debtors further reserve the right to designate additional expert witnesses.

Dated: New York, NY
July 2, 2013

Respectfully submitted,

/s/ Gary S. Lee

Gary S. Lee

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